

Prestage Farms
PO Box 438
Clinton, NC 28328

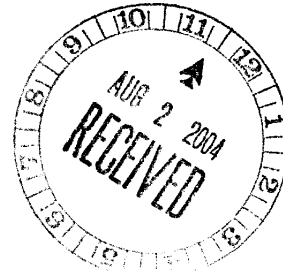
RECORDATION NO. **18835-6** FILED

July 29, 2004

AUG 04 '04 11:41 AM

Mr. Vernon Williams
Recordations Section
1925 K. St NW
Washington, DC 20423

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

I have enclosed an original and one copy of the documents described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

These documents are memoranda of termination of railcar lease agreements, secondary documents dated April 2, 2004.

The primary documents connected are recorded under recordation numbers 18835, 18835A, 18835B, 18835C, 18835D, and 18835E. Recordation numbers 18835 and 18835B are the two primary documents. Recordation 18835B is the assignment of lessor's interest in the leases from Southern Illinois Railcar to The First National Bank of Maryland (subsequently M&T Bank). This occurred when the bank purchased the cars from Southern Illinois Railcar. Recordations 18835C, 18835D, and 18835E all have to do with the substitution of various railcars into and out of the pool of cars being leased.

The names and addressed of the parties to the documents are as follow:

Lessor:

M&T Bank Commercial Leasing formerly The First National Bank of Maryland
25 So. Charles St. 18th Floor
Baltimore, MD 21201

Lessees:

Prestage Farms
PO Box 438
Clinton, NC 28328

Murphy-Brown, LLC successor-in-interest to Carroll's Foods
2822 Hwy 24 West
Warsaw, NC 28398

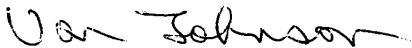
A description of the equipment covered by the documents is included in the two enclosed documents, TERMINATION OF RAILCAR LEASE AGREEMENTS 2nd and 3rd ADDITIONAL TRAINS.

A fee of \$60 is enclosed. Please return the original documents to
Prestage Farms
PO Box 438
Clinton, NC 28329
Attn: Von Johnson.

A short summary of the two documents appearing in the index follows:
Secondary document, MEMORANDUM OF TERMINATION OF RAILCAR LEASE
AGREEMENT (2nd Additional Train) terminates the lease for the 2nd additional train and
affects recordation numbers 18835 (original lease recordation for the 2nd additional train),
18835B (assignment of both trains to bank), 18835C (substitution of cars in 2nd train),
and 18835E (substitution of cars in both trains). A list of equipment for the 2nd additional
train is included in the memorandum.

Secondary document, MEMORANDUM OF TERMINATION OF RAILCAR LEASE
AGREEMENT (3rd Additional Train) terminates the lease for the 3rd additional train and
affects recordation numbers 18835A (original lease recordation for the 3rd additional
train), 18835B (assignment of both trains to bank), 18835D (substitution of cars in 3rd
train), and 18835E (substitution of cars in both trains). A list of equipment for the 3rd
additional train is included in the memorandum.

Very truly yours,

A handwritten signature in black ink that reads "Von Johnson". The signature is written in a cursive, flowing style.

Von Johnson
Prestage Farms

RECORDATION NO.

18835-6
FILED

**MEMORANDUM OF
TERMINATION OF RAILCAR LEASE AGREEMENT
(3rd Additional Train)**

AUG 04 '04

11:41 AM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF TERMINATION OF RAILCAR LEASE AGREEMENT (this "Memorandum") dated as of April 2, 2004 is among M&T CREDIT CORPORATION, successor-in-interest to Manufacturers and Traders Trust Company, successor-in-interest to Allfirst Bank (formerly known as The First National Bank of Maryland) (the "Lessor") and PRESTAGE FARMS INC. and MURPHY-BROWN, LLC (successor-in-interest to Carroll's Foods Inc.), as lessees (collectively, "Lessees").

A. Pursuant to the Railcar Lease Agreement (3rd Additional Train) dated as of October 22, 1993 among Lessor, as successor lessor, and Lessees, as lessees, Lessor leased to Lessees sixty-six (66) 4600-4750 cubic foot capacity covered hopper railcars more specifically described in Exhibit A attached hereto and made a part hereof (the "Lease").

B. The Lease was recorded with the Interstate Commerce Commission on June 7, 1994 under Recordation No. 18835-A.

C. The Lessor and Lessees terminated the Lease pursuant to a Letter Agreement among the Lessor and Lessees dated the even date herewith (the "Letter Agreement").

D. This Memorandum shall be recorded with the Surface Transportation Board so as to record the termination of the Lease pursuant to the Letter Agreement.

E. This Memorandum may be executed in any number of counterparts, all of which when taken together shall constitute one agreement.

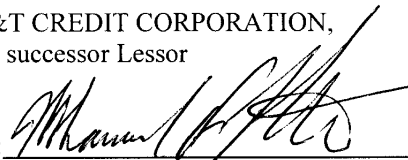
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IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WITNESS:

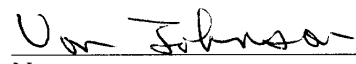
M&T CREDIT CORPORATION,
as successor Lessor

By: _____


Mohannad F. Jishi
Vice President

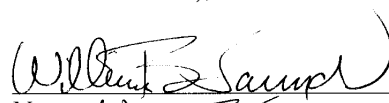
PRESTAGE FARMS INC.,
as Lessee

By: _____


Name: VAN JOHNSON
Title: Director of Purchasing

MURPHY-BROWN, LLC (successor-in-interest to
Carroll's Foods Inc.), as successor Lessee

By: _____


Name: WILLIAM B. SAUNDERS
Title: DIRECTOR OF INGREDIENT PROCUREMENT

STATE OF MARYLAND)

County Hartford) SS:
~~CITY OF BALTIMORE~~)

On this 23rd day of July, 2004, before me, a Notary Public of the County and State aforesaid, personally appeared Mohannad F. Jishi, to me personally known, who being by me duly sworn, says that he is a Vice President of M&T CREDIT CORPORATION, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal

Suzanne B. Veader
Notary Public

My commission expires: 9/21/2004

STATE OF North Carolina, COUNTY/CITY OF Sampson Co.

On this 27th day of July, 2004, before me, a Notary Public of the County/City and State aforesaid, personally appeared Ken Johnson, to me personally known, who being by me duly sworn, says that s/he is the duly authorized Director of Purchasing of PRESTAGE FARMS INC., that said instrument was signed and sealed on behalf of said corporation by authority of its directors, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Billy S. Boze
Notary Public

My commission expires: 12/18/06

STATE OF North Carolina, COUNTY/CITY OF Sampson Co.

On this 27th day of July, 2004, before me, a Notary Public of the County/City and State aforesaid, personally appeared William Saunders to me personally known, who being by me duly sworn, says that s/he is the duly authorized Director of Ingredient Procurement of MURPHY-BROWN, LLC (successor-in-interest to Carroll's Foods Inc.), that said instrument was signed and sealed on behalf of said corporation by authority of its directors, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

AS WITNESS my hand and notarial seal.

Bobby E. Price
Notary Public

My commission expires: 12/18/06

Exhibit A

DESCRIPTION OF RAILCARS

Sixty-six (66) 4600-4750 cubic foot capacity covered hopper railcars bearing the following car marks and numbers:

AEX	502	AEX	561
AEX	503	AEX	505
AEX	507	AEX	541
AEX	511	AEX	510
AEX	514	AEX	551
AEX	516	AEX	886452
AEX	518	SIRX	49136
AEX	524	SIRX	49161
AEX	525	SIRX	49173
AEX	538	SIRX	49195
AEX	542	SIRX	49196
AEX	548	SIRX	49263
AEX	549	SIRX	53616
AEX	552	SIRX	53653
AEX	553	SIRX	49146
AEX	555	SIRX	49214
AEX	562	SIRX	49225
AEX	563	SIRX	49279
AEX	565	SIRX	52912
AEX	569	SIRX	53664
AEX	521	SIRX	478721
AEX	566	SIRX	478725
AEX	509	BO	606645 TO BE RESTENCILED
AEX	512	CSXT	247244 TO BE RESTENCILED
AEX	527	LN	205043 TO BE RESTENCILED
AEX	528	LN	240647 TO BE RESTENCILED
AEX	529	SBD	246185
AEX	531	SIRX	10351
AEX	534	BO	606461
AEX	546	LN	205043
AEX	537	WE	6051
AEX	560	WE	6054
AEX	559	SIRX	6053